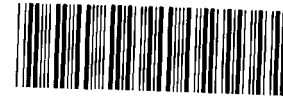


RECEIVED  
2006 AUG 23 P 1:12  
OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

5 Bowen Crescent  
Melbourne Australia 3004  
GPO Box 1943  
Melbourne Australia 3001  
Telephone 61 3 9868 2100  
Facsimile 61 3 9868 2300

15 August 2006

Securities and Exchange Commission  
Division of Corporation Finance  
Mail Stop 3-2  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA



06016281

**SUPPL**

Re: Tabcorp Holdings Limited -- Rule 12g3-2(b)  
Exemption  
File No. 82-3841

Dear Sirs,

The enclosed information is being furnished by Tabcorp Holdings Limited ("Tabcorp") under paragraph (b) (1) (i) of Rule 12g3-2 under the Securities Exchange Act of 1934 (the "Exchange Act"). Tabcorp's file number is indicated in the upper right hand corner of each unbound page and the first page of each bound document furnished herewith. In accordance with paragraphs (b) (4) and (b) (5) of the rule, the documents furnished herewith are being furnished with the understanding that such documents will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that Tabcorp is subject to the Exchange Act.

If you have any questions with regard to this information, please contact (collect) the undersigned at +61 3 9868 2112.

Yours truly,



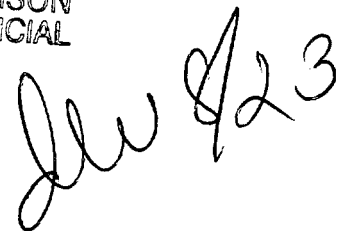
**Michael Scott**  
Manager Secretariat and Shareholder Relations

Enc.

PROCESSED

AUG 24 2006

THOMSON  
FINANCIAL



## Notice of change of interests of substantial holder

RECEIVED

To Company Name/Scheme UNITAB Limited ("UNITAB")

ACN/ARSN 085 691 738

## 1. Details of substantial holder (1)

Name Tabcorp Investments No.5 Pty Ltd ("Tabcorp Investments No.5") and members of the Tabcorp group listed in Item 1 of Annexure A ("Tabcorp Group")

ACN/ARSN (if applicable) See Item 1 of Annexure A

There was a change in the interests of the substantial holder on

See Annexure A

The previous notice was given to the company on

6 June 2006

The previous notice was dated

6 June 2006

## 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	0	0%	1,376,694	1.03%

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A	See Item 2 of Annexure A

## 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Item 3 of Annexure A	See Item 3 of Annexure A	See Item 3 of Annexure A	See Item 3 of Annexure A	See Item 3 of Annexure A	See Item 3 of Annexure A

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of persons named in this form are as follows:

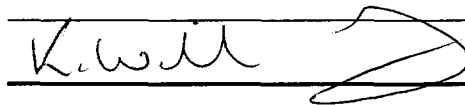
Name	Address
Tabcorp Investments No.5	Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004
Each member of the Tabcorp Group	c/- Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004

#### Signature

print name Kerry Willcock

capacity Director

sign here



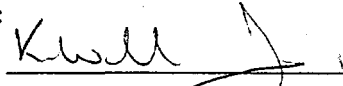
date 15 August 2006

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 8 pages referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to UNITAB Limited (ACN 085 691 738).

Signed:



Kerry Willcock, Director of Tabcorp Investments No.5 Pty Ltd

Date: 15 August 2006

**1. Details of substantial holder**

This notice is given by Tabcorp Investments No.5 on its own behalf and on behalf of each member of the Tabcorp Group, as follows:

Entity Name	ACN
Tabcorp Holdings Limited	063 780 709
Tabcorp Assets Pty Ltd	064 303 920
Tabcorp Manager Pty Ltd	064 304 016
Tabcorp Participant Pty Ltd	064 304 105
Tahwind (Queensland) Pty Ltd	064 555 899
Tabcorp Online Pty Ltd	092 104 786
Tabcorp International Pty Ltd	006 574 652
Tabcorp Investments No.4 Pty Ltd	108 197 084
Tabcorp Investments No.2 Pty Ltd	105 341 375
Tabcorp International No.1 Pty Ltd	114 528 308
Tabcorp International No.2 Pty Ltd	114 560 084
Tabcorp International Services and Technology Pty Ltd	114 560 075
Tabcorp Investments Pty Ltd	085 513 300
Star City Holdings Limited	064 054 431
Star City Pty Ltd	060 510 410
Star City Entertainment Pty Ltd	080 574 732
Sydney Harbour Casino Properties Pty Ltd	050 045 120
Sydney Harbour Apartments Pty Ltd	075 423 666
Star City Investments Pty Ltd	060 507 888
Showboat Australia Pty Ltd	061 299 625
Sydney Casino Management Pty Ltd	060 462 053
Jupiters Limited	010 741 045
Breakwater Island Limited	010 271 691
Jupiters Custodian Pty Ltd	067 888 680
Jupiters Gaming Pty Ltd	071 366 446
A.C.N. 082 231 383 Pty Ltd	082 231 383

A.C.N. 082 760 610 Pty Ltd	082 760 610
Jupwind Internet Gaming Pty Ltd	088 541 940
TAHAL Limited	000 005 916
Jupwind International Pty Ltd	055 809 302
TAHA Wagering Systems Pty Ltd	000 075 927
ATL Pty Ltd	000 007 401
TAHA Research and Development Pty Ltd	003 573 313
TAHA Research Marketing Pty Ltd	003 573 386
TAHA Gaming Services Pty Ltd	053 518 942
TAHA Infosec Pty Ltd	067 175 839
Palatron Pty Ltd	003 596 174
Syndicate (Co.1) Pty Ltd	003 584 852
TAHAL Enterprises Pty Ltd	072 794 079
TAHA Investor (No.2) Pty Ltd	053 998 191
TAHA Investor (No.4) Pty Ltd	053 990 962
TAHA Investor (No.5) Pty Ltd	053 991 307
TAHA Investor (No.6) Pty Ltd	056 466 703
TAHA Gaming Machines Pty Ltd	062 579 613
Jupiters Gaming (NSW) Pty Ltd	003 992 327
Club Gaming Systems (Holdings) Pty Ltd	051 404 007
TAHA Microelectronics Pty Ltd	003 263 170
TAHA New Media Pty Ltd	084 703 702
Hotel Gaming Systems Pty Ltd	084 703 079
Sunshinelink Pty Ltd	084 230 035
Radcoy (No.1) Limited	006 539 797
Penchant Pty Ltd	052 356 591
Macquarie Syndication (No.1) Pty Ltd	055 839 015
TAHA Technology & Environmental Services Pty Ltd	102 895 652
Tab Limited	081 765 308
Data Monitoring Services (NSW) Pty Ltd	088 341 440
Tahwind E-NSW Pty Ltd	088 616 764
Thithpolanga Pty Ltd	098 527 363
Sky Channel Pty Ltd	009 136 010
Tahwind Employee Share Plan Pty Ltd	089 733 335
Tahwind Marketing Pty Ltd	002 334 401
Tahwind Channel Marketing Pty Ltd	000 092 277
Tahwind Racing Productions Pty Ltd	086 439 205
2KY Broadcasters Pty Ltd	000 820 057
Tahwind Australia International Racing Pty Ltd	058 310 231
Tahwind Racing Productions (NSW) Pty Ltd	090 534 231
Airsales Pty Ltd	002 195 208
Jupwind Superannuation Pty Ltd	064 432 926

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Jupwind.com Pty Ltd	091 584 226
Tabcorp Employee Share Administration Pty Ltd	064 458 224
TAHA Superannuation (No. 2) Pty Ltd	065 041 303
TAHA Superannuation (No. 3) Pty Ltd	070 046 641
TAHA Superannuation Pty Ltd	001 197 931
Tahwind Staff Superannuation Pty Ltd	065 448 277
Tahwind Superannuation Pty Ltd	005 070 619
Tahwind Superannuation Company Pty Ltd	065 600 446

## 2. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
27 June 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of offers (the <i>Offers</i> ) dated 21 June 2006 made under the off-market bid by Tabcorp Investments No.5 for all of the ordinary shares in UNITAB on the terms set out in the Bidder's Statement of Tabcorp Investments No.5.	Consideration determined in accordance with the terms of the Offers will be provided by Tabcorp Investments No.5, if the conditions to the agreements formed by acceptances of the Offers are satisfied or waived.	28,978 ordinary shares	28,978
28 June 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	55,642 ordinary shares	55,642
29 June 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	64,155 ordinary shares	64,155
30 June 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	107,285 ordinary shares	107,285
3 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	201,020 ordinary shares	201,020
4 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	74,972 ordinary shares	74,972
5 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	87,899 ordinary shares	87,899
6 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	70,431 ordinary shares	70,431
7 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	73,685 ordinary shares	73,685

10 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	50,112 ordinary shares	50,112
11 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	16,484 ordinary shares	16,484
12 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	44,895 ordinary shares	44,895
13 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	35,896 ordinary shares	35,896
14 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	25,581 ordinary shares	25,581
17 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	39,040 ordinary shares	39,040
18 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	17,030 ordinary shares	17,030
19 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	22,630 ordinary shares	22,630
20 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	23,685 ordinary shares	23,685
21 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	12,162 ordinary shares	12,162
24 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	29,454 ordinary shares	29,454



25 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	11,805 ordinary shares	11,805
26 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	45,544 ordinary shares	45,544
27 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	28,210 ordinary shares	28,210
28 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	30,431 ordinary shares	30,431
31 July 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	62,189 ordinary shares	62,189
1 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	6,370 ordinary shares	6,370
2 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	5,053 ordinary shares	5,053
3 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	9,995 ordinary shares	9,995
4 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	5,645 ordinary shares	5,645
7 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	10,535 ordinary shares	10,535
8 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	2,620 ordinary shares	2,620

9 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	12,746 ordinary shares	12,746
10 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	5,670 ordinary shares	5,670
11 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	8,160 ordinary shares	8,160
14 August 2006	Tabcorp Investments No.5 and each member of the Tabcorp Group	Increase of relevant interest as a result of acceptances of the Offers.	As above.	50,685 ordinary shares	50,685

### 3. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Tabcorp Investments No.5 and each member of the Tabcorp Group	Persons to whom the Offers were made who have accepted the Offers	Tabcorp Investments No.5	<p>Tabcorp Investments No.5 has a relevant interest under section 608(1) of the Corporations Act pursuant to acceptances of the Offers</p> <p>Tabcorp Investments No.5's power to vote or dispose of the UNITAB shares is qualified in certain respects until Tabcorp Investments No.5 becomes the registered holder of those shares. Details of the circumstances in which Tabcorp Investments No.5 may exercise the power to vote the shares prior to becoming the registered holder of the shares are set out in the Bidder's Statement of Tabcorp Investments No.5. Tabcorp Investments No.5 will not become the registered holder of those shares unless the conditions to the agreements formed by acceptances of the Offers are satisfied or waived.</p> <p>Tabcorp Holdings Limited is, under section 608(3)(b) of the Corporations Act, taken to have a relevant interest by reason of controlling Tabcorp Investments No.5.</p> <p>Each other member of the Tabcorp Group is, under section 608(3)(a) of the Corporations Act, taken to have a relevant interest by reason of having voting power (through the relevant interest of its associate, Tabcorp Holdings Limited) above 20% in Tabcorp Investments No.5.</p>	1,376,694 ordinary shares	1,376,694